

APR 25 3 54 PM '02

Fred Cooperman, Partner of Cooperman Investment Company & Individually, and Jack S. Cooperman, Partner of Cooperman Investment Company & Individually, and Edward Cooperman, Partner of Cooperman Investment Company & Individually, and Harold Cooperman, Partner of Cooperman Investment Company & Individually, and Samantha Cooperman Bullard, GRANTORS

BK 417 PG 448
W.E. DAVIS CH. CLK.

WARRANTY

TO

DEED

Townsquare Properties, LLC, a Mississippi Limited Liability Company, GRANTEE

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, **Fred Cooperman, Partner of Cooperman Investment Company & Individually, and Jack S. Cooperman, Partner of Cooperman Investment Company & Individually, and Edward Cooperman, Partner of Cooperman Investment Company & Individually, and Harold Cooperman, Partner of Cooperman Investment Company & Individually and Samantha Cooperman Bullard**, do hereby sell, convey, and warrant unto **Townsquare Properties, LLC, a Mississippi limited liability company**, the land lying and being situated in DeSoto County, Mississippi, described as follows, to-wit:

See attached Exhibit A.

The warranty in this deed is subject to rights of ways and easements for public roads and public utilities, to building, zoning, subdivision and health department regulations in effect in DeSoto County, Mississippi. Further subject to Perpetual Easement to the Incorporated Town of Hernando, MS in Book 25, Page 239, and Right of Way to Town of Hernando, MS in Book 37, Page 371, in the Chancery Court Clerk's office of DeSoto County, Mississippi.

By way of explanation, Pauline Cooperman, a former partner of Cooperman Investment Company, passed away on October 6, 1985, leaving as her heirs, her spouse, Phillip Cooperman, and her children, Jack Cooperman, Fred Cooperman, Edward Cooperman, Harold Cooperman and Samantha Cooperman, a copy of two Affidavits of Heirship being attached hereto.

Further, by way of explanation, Phil Cooperman, also known as, Phillip M. Cooperman, a former partner of Cooperman Investment Company, passed away on August 11, 1996, and left as his heirs, his children, Jack Cooperman, Fred Cooperman, Edward Cooperman, Harold Cooperman and Samantha Cooperman Bullard, pursuant to the estate probated in the Chancery Court of DeSoto County, Mississippi, Cause No. 96-8-1051.

The remaining partners of Cooperman Investment Company, Fred Cooperman, Jack S. Cooperman, Edward Cooperman and Harold Cooperman hereby execute this deed on behalf of the partnership and convey any and all interest of Cooperman Investment Company, a Partnership, to the Grantee. Further, they hereby execute this deed individually and convey any and all interest they have in the property pursuant to their interest they obtained from the estate of Phil Cooperman.

Further, Samantha Cooperman Bullard, being one and the same person as Samantha M. Cooperman, hereby executes this deed conveying any and all interest she may have in the property pursuant to her interest she obtained from the estate of Phil Cooperman. Her interest in Tract I, obtained from the estate of Pauline Cooperman, was deeded to Phil Cooperman, Jack Cooperman, Fred Cooperman and Harold Cooperman by Quitclaim Deed dated August 9, 1990, of record in Book 228, Page 209.

Taxes for the year 2002 shall be paid by the Grantee, and possession is given with this deed.

WITNESS our signature(s), this the 18th day of April, 2002.

Fred Cooperman

Fred Cooperman, Individually and
as Partner of Cooperman
Investment Company

Jack S. Cooperman

Jack S. Cooperman, Individually
and as Partner of Cooperman
Investment Company

Edward Cooperman

Edward Cooperman, Individually and
as Partner of Cooperman
Investment Company

Harold Cooperman

Harold Cooperman, Individually and
as Partner of Cooperman
Investment Company

Samantha Cooperman Bullard
Samantha Cooperman Bullard

STATE OF MISSISSIPPI:

COUNTY OF DeSoto:

PERSONALLY APPEARED before me, the undersigned authority at law, in and for the State and County aforesaid, the within named, Fred Cooperman, Individually and as Partner of Cooperman Investment Company and Jack S. Cooperman, Individually and as Partner of Cooperman Investment Company and Edward Cooperman, Individually and as Partner of Cooperman Investment Company and Harold Cooperman, Individually and as Partner of Cooperman Investment Company who acknowledged that they are partners of Cooperman Investment Company, and that for and on behalf of said partnership, they being duly authorized by said partnership so to do, and also individually, signed and delivered the above and foregoing Deed on the day and year therein mentioned, as their free act and deed, and for the purposed therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 18th day of April, 2002.

Connie Rhea Wulff
Notary Public

My commission expires:

June 17, 2003

STATE OF MISSISSIPPI:

COUNTY OF DeSoto:

PERSONALLY APPEARED before me, the undersigned authority at law, in and for the State and County aforesaid, the within named, Samantha Cooperman Bullard who acknowledged that she signed and delivered the above and foregoing Deed on the day and year therein mentioned, as her free act and deed, and for the purposed therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 18th day of April, 2002.

Connie Rhea Wulff
Notary Public

My commission expires:

June 17, 2003

Grantors Address:

5602 Mason
Memphis, TN 38120
Phone: Res. - 901-767-9081
Bus. - 901-942-9344

Prepared By:

Chamberlin-Nowak, P.C.
170 W. Center St.
Hernando, MS 38632
662-429-7888

Grantee Address:

11 W. Commerce St.
Hernando, MS 38632
Phone: Res. - N/A
Bus. - 662-429-5213

EXHIBIT "A"

TRACT I

Lots 53, 54, and 55 as shown on the map of the Town of Hernando on file in the Office of the Chancery Clerk of DeSoto County, Mississippi; and lying in Section 13, Township 3 South, Range 8 West, together with all improvements and appurtenances situated thereon. Said property lying in the Northeast Quarter and being referred to as Tax Parcel ID #3086-1300.1-00094.00.

TRACT II

The land lying and being situated in Parts of Lots 23, 24, 25, 26 and Part of the abandoned North Street in Section 13, Township 3 South, Range 8 West, Hernando, DeSoto County, Mississippi, described as follows, to wit:

Beginning at the southeast corner of town lot 26 in Section 13; Township 3 South; Range 8 West; said point being the northeast corner of the James lot; thence west 59.5 feet along the south line of said town lot to the southwest corner of parcel 1 of the Banks and Company tract as shown on survey of Joe Frank Lauderdale, dated October 23, 1986 and made a part hereto, and being the POINT OF BEGINNING (Parcel 2); thence north 150.10 feet to the northwest corner of said existing parcel 1; thence west 84.4 feet to a point in the east right of way of Caffey Street (50 feet wide); thence south 142.4 feet along the east right of way of Caffey street to the southwest corner of the Banks and Company tract; thence east 72.4 feet along the south line of said tract to a point; thence south 9.2 feet to a point; thence east 10.7 feet to the point of beginning. Said property lying in the Northeast Quarter and being referred to as Tax Parcel ID #3086-1300.1-00097.01.

BK 0417PG 0451

AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned, a notary public in and for the State and County aforesaid, personally appeared Bernard Messinger, to me known to be the person who under oath made and subscribed the following statement and acknowledged to me that he did so under oath as his free act indeed:

I am Jurdon Messinger and I reside at 116 Mallory Road, W., Memphis, Shelby County, Tennessee. I am 70 years of age. I knew Pauline B. Cooperman during her entire lifetime. Pauline B. Cooperman was married only once during her lifetime and that was to Phillip M. Cooperman on June 29, 1947. There were five (5) children of that marriage, namely, Jack Cooperman, Fred Cooperman, Edward Cooperman, Harold Cooperman, and Samantha Cooperman. Pauline B. Cooperman had no other children than those named. She died on October 6, 1985, a resident of Shelby County, Tennessee leaving her surviving spouse, Phillip M. Cooperman.

At the time of her death Pauline B. Cooperman had an interest in the title to three (3) parcels of real estate, namely:

PARCEL I Shelby County, Tennessee
Lot 9, Graceland View Subdivision, of record in Plat Book 23, Page 40, of the Register's Office of said County, to which reference is made for a more particular description;

PARCEL II Shelby County Tennessee
A small part of Lot 8, Graceland View Subdivision, as shown on plat of record in Plat Book 23, Page 40, Register's Office of Shelby County, Tennessee, being 0.5 feet x 1.8 feet along the easterly boundary line of said Lot 8, and being more particularly described as follows:

Beginning at a point in the south line of Borden Drive; said point being the southeast corner of Lot 8; thence northwestwardly on a curve to the left along the north line of Borden Drive 0.5 feet to a point; thence northeastwardly 130.26 feet to a point in the north line of Lot 8, said point being 1.8 feet west of the northeast corner of Lot 8; thence east along the north line of Lot 8 a distance of 1.8 feet to the northeast corner of Lot 8; thence southwardly along the line dividing Lots 8 and 9 of said subdivision 131.26 feet to the point of beginning;

BK0417PG0452

PARCEL III DeSoto County, Mississippi
Lots 53, 54, and 55 as shown on the map of the Town
of Hernando on file in the office of the Chancery
Clerk of DeSoto County, Mississippi, and lying in
Section 13, Township 3 South, Range 8 West, together
with all improvements and appurtenances situated
thereon.

PARCEL IV Shelby County, Tennessee
The southwest corner of Gage Avenue and South Third
Street, more particularly described as follows:

Beginning at a point in the west line of South Third
Street where the south line of Gage Avenue intersects
same, running thence south along the west line of Third
Street 80.31 feet; thence west parallel with Gage Ave-
nue; thence east along the south line of Gage Avenue
150 feet to the point of beginning. Less and Except
that portion conveyed to the Department of Highways,
Shelby County, Tennessee, by Warranty Deed of Record
in Book 5672, Page 137.

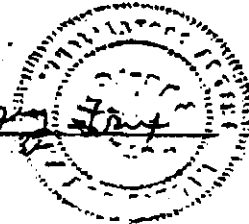
The undersigned makes this Affidavit without any pecu-
niary or other reward and further states that he has no direct
or indirect pecuniary interest in the above described real estate.

Jurdon Manning
Jurdon Manning

SWORN to and subscribed before me this 9th day of

January, 19 86.

Willie J. Taylor
Notary Public



My commission expires:

My Commission Expires April 12, 1989

This instrument prepared by Leonard V. Hughes, Jr., Attorney at
Law, Suite 1234 - 100 N. Main Bldg., Memphis, Tennessee 38103,
to whom this instrument should be returned after recordation.

BK0417PG0453

AFFIDAVIT OF HEIRSHIP

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned, a notary public in and for the State and County aforesaid, personally appeared Bernard Messinger, to me known to be the person who under oath made and subscribed the following statement and acknowledged to me that he did so under oath as his free act indeed:

I am Bernard Messinger and I reside at 580 Oak Grove Road, N., Memphis, Shelby County, Tennessee. I am 47 years of age. I knew Pauline B. Cooperman during her entire lifetime. Pauline B. Cooperman was married only once during her lifetime and that was to Phillip M. Cooperman on June 29, 1947. There were five (5) children of that marriage, namely, Jack Cooperman, Fred Cooperman, Edward Cooperman, Harold Cooperman, and Samantha Cooperman. Pauline B. Cooperman had no other children than those named. She died on October 6, 1985, a resident of Shelby County, Tennessee leaving her surviving spouse, Phillip M. Cooperman.

At the time of her death Pauline B. Cooperman had an interest in the title to three (3) parcels of real estate, namely:

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Lot 9, Graceland View Subdivision, of record in Plat Book 23, Page 40, of the Register's Office of said County, to which reference is made for a more particular description;

PARCEL II Shelby County Tennessee
A small part of Lot 8, Graceland View Subdivision, as shown on plat of record in Plat Book 23, Page 40, Register's Office of Shelby County, Tennessee, being 0.5 feet x 1.8 feet along the easterly boundary line of said Lot 8, and being more particularly described as follows:

Beginning at a point in the south line of Borden Drive; said point being the southeast corner of Lot 8; thence northwestwardly on a curve to the left along the north line of Borden Drive 0.5 feet to a point; thence northeastwardly 130.26 feet to a point in the north line of Lot 8, said point being 1.8 feet west of the northeast corner of Lot 8; thence east along the north line of Lot 8 a distance of 1.8 feet to the northeast corner of Lot 8; thence southwardly along the line dividing Lots 8 and 9 of said subdivision 131.26 feet to the point of beginning;



BK 0417PG0454

PARCEL III DeSoto County, Mississippi
 Lots 53, 54, and 55 as shown on the map of the Town
 of Hernando on file in the office of the Chancery
 Clerk of DeSoto County, Mississippi, and lying in
 Section 13, Township 3 South, Range 8 West, together
 with all improvements and appurtenances situated
 thereon.

PARCEL IV Shelby County, Tennessee
 The southwest corner of Gage Avenue and South Third
 Street, more particularly described as follows:

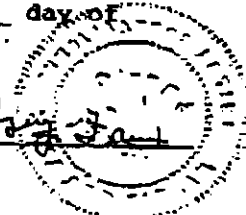
Beginning at a point in the west line of South Third
 Street where the south line of Gage Avenue intersects
 same, running thence south along the west line of Third
 Street 80.31 feet; thence west parallel with Gage Ave-
 nue 150 feet to a 20 foot alley; thence north along
 the east line of said alley and parallel with South
 Third Street 80.31 feet to the south line of Gage Ave-
 nue; thence east along the south line of Gage Avenue
 150 feet to the point of beginning. Less and Except
 that portion conveyed to the Department of Highways,
 Shelby County, Tennessee, by Warranty Deed of record
 in Book 5672, Page 187.

The undersigned makes this Affidavit without any pecu-
 niary or other reward and further states that he has no direct or
 indirect pecuniary interest in the above described real estate.

Bernard Messinger
 Bernard Messinger

SWORN to and subscribed before me this 9th day of
January, 19 86.

William J. [Signature]
 Notary Public



My commission expires:
My Commission Expires April 18, 1998

This instrument prepared by Leonard V. Hughes, Jr., Attorney at
 Law, Suite 1234 - 100 N. Main Bldg., Memphis, Tennessee 38103,
 to whom this instrument should be returned after recordation.